

MS. C. 1. 7. v. 1

CHARTER OF

The Marine Company

OF CHICAGO,

ORGANIZED AS

The Chicago Marine & Fire Ins. Co.

MARCH 14, 1836;

AND REORGANIZED AS

The Marine Company of Chicago,

APRIL 2, 1863,

UNDER ACT OF FEBRUARY 21, 1861.

•♦•

CAPITAL STOCK, \$1,000,000.

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CHICAGO:

INTER-OCEAN BOOK AND JOB PRINT, 119 LAKE ST.

1874.

*An Act to Incorporate the Chicago
Marine and Fire Insurance
Company.*

SEC. 1. *Be it enacted by the People of the State of Illinois, represented in the General Assembly,* That there shall be established in the town of Chicago, an insurance company, to be called the "Chicago Marine & Fire Insurance Company."

Name
changed to
MarineCom-
pany of Chi-
cago, by vir-
ture of Act of
1861.

SEC. 2. All such persons as shall hereafter be stockholders of said Company, shall be, and they are hereby declared to be, a body corporate and politic, by the name and style of the Chicago Marine and Fire Insurance Company, and to continue for thirty years from and after the passage of this act, and by that name and style shall be competent to contract and be contracted with, and be capable in law and equity to sue and be sued, to plead and be

Amended.
See Act of
1849, and
Act of 1861.

impleaded, answer and be answered unto, defend and be defended, in all courts and places and in all matters whatsoever.

SEC. 3. The said corporation may have and use a common seal, which they may alter, change or break at pleasure, and may also make and establish, and put in execution such by-laws, ordinances and regulations as shall, in their opinion, be necessary for the good government of said corporation, and the prudent and efficient management of its affairs; no by-laws, ordinances and regulations of the same shall be in anywise contrary to the constitution and laws of this State or of the United States.

SEC. 4. The capital stock of said Company shall be one hundred thousand dollars, to be divided into shares of fifty dollars each, to be paid in such installments as the Directors chosen under this act, may from time to time

Amended.
See Act of
1861.

Sec. 5 and 7. direct, under such penalties as the President and Directors may in their discretion, appoint and order. The said capital stock may

hereafter be increased to an amount not exceeding five hundred thousand dollars, in the discretion of a majority of the Directors of said incorporation, to be subscribed for and taken under the direction and superintendence of the President and Directors aforesaid, or a majority of the said Directors, by any person whomsoever, in the same manner as is provided for the subscription to the original capital stock. The stock of said corporation shall be assignable and transferable according to such rules as shall be adopted, in that behalf, by the by-laws and ordinances thereof.

SEC. 5. The corporation hereby created shall have power and authority to make marine insurance upon vessels, goods and merchandise, freight-moneys, bottomry, respondentia, interest, and all marine risks, and inland navigation and transportation, and against all losses by fire, of any buildings or houses whatsoever, and vessels on the stocks; (and also to receive moneys on deposit, and to loan the same on bottomry and respondentia, or otherwise, at such rates of interest as

See Act of
1861.

may now be done by the existing laws of this State); and they may also cause themselves to be re-insured against any maritime risks upon which they have made insurance, and upon the interest which they may have in any vessels, goods or merchandise, or houses, in virtue of any such loans, whether on bottomry and respondentia, or otherwise, on such terms and conditions as may be agreed upon by the parties, and to fix the premiums and terms of payment.

See Act of
1861.

Sec. 4.

SEC. 6. All policies of insurance by them made shall be subscribed by the President, or, in case of his death or absence, by the Vice-President, and countersigned and sealed by the Secretary of said Company; and all losses arising under any policy, so subscribed and sealed, may be adjusted and settled by the President and Board of Directors.

SEC. 7. The said corporation shall not take any risk, nor subscribe any policy, by virtue of this act, until one-fourth part of the capital stock thereof shall have been actually paid in.

SEC. 8. The said Company shall not, directly or indirectly, deal or trade in buying or selling any goods, wares or merchandise whatever; but the President and Directors may, at their option, vest the capital stock of said corporation in the capital stock of any incorporated bank, trust company, or public funds of the United States, or any State in the Union. They shall have power also to loan to any citizen of this State any portion of their capital stock, not exceeding ten thousand dollars to one individual, on bottomry, bond, mortgage of real estate, or other satisfactory security, at their discretion.

SEC. 9. The said corporation may purchase and hold such real estate as may be deemed necessary for the transaction of its business, and to an amount at any one time not exceeding twenty thousand dollars, and to take and hold any real estate, as securities, mortgaged or pledged to the said corporation, to secure the payment of any debt due, or that may become due to it, and also to purchase on sale made by virtue of any judg-

See Act of
1861.

Sec. 3.

ment at law, or any decree of a court of equity, or otherwise, to take and receive any real estate in payment, or towards satisfaction of any debt previously contracted, or due to said corporation, and to hold the same until they can conveniently and advantageously sell and convert the same into money, or other personal property, and to sell and convey said real estate, or any part thereof.

SEC. 10. Peter Pruyne, James Grant, James Whitlock, George W. Dole, and Francis Sherman, are hereby appointed Commissioners for superintending subscriptions to said capital stock ; and the said Commissioners, or a majority of them, shall open one or more subscription books for said stock, on the second Monday of March, in the year of our Lord one thousand eight hundred and thirty-six, in the town of Chicago, and the sum of two dollars on each share subscribed for, shall be paid to said Commissioners at the time of making such subscriptions. The books may be closed whenever the whole of said stock may be subscribed : and whenever a Board of

Directors shall be duly elected, the said Commissioners shall deliver over to the said Board of Directors said books, and shall pay over to said Board the whole amount of money by them respectively, or jointly received, except so much as shall be retained for the expenses incurred by them in executing the duties imposed on them by this act; Provided, however, that if the books for the subscription of stock shall not be opened at the time herein required, the said Commissioners may open the books at any time thereafter, upon giving twenty days' notice in all the newspapers printed in Chicago, of the time and place of opening the same.

SEC. 11. In case of the death, resignation or absence of any of the Commissioners named in this act of incorporation, it shall and may be lawful for any three of them to form a quorum, and proceed to business, whose duties shall be the same in the premises, as those prescribed to the whole of said Commissioners, by this act of incorporation named, and their acts as such shall be legal.

Amended.
See Act of
1861.

SEC. 12. The stock, property and concerns of said incorporation, shall be managed and conducted by nine Directors, who shall hold their offices for one year, and until others shall be chosen, and no longer, and shall, at the time of their election, be citizens of this State, and holders, respectively, of not less than ten shares of the capital stock of said Company.

Sec. 13. The first election of Directors under this act shall be held at such time and place in the town of Chicago as shall be directed by the said Commissioners, or a majority of them, who, or a majority thereof, are hereby appointed inspectors of said election; and the persons thus selected as Directors shall hold their offices until the first Monday in May, in the year one thousand eight hundred and thirty-seven, and until others are elected in their stead.

SEC. 14. The Directors for every subsequent year shall be elected on the first Monday of May, in each year, at such time of the

day, and at such place within the town of Chicago, and under the direction of such persons as a majority of the Directors for the time being shall appoint by a resolution, to be entered on their minutes.

See Act of
1849.

SEC. 15. All elections shall be by ballot, allowing one vote to each share of the capital stock, and the nine persons who shall have the greatest number of votes shall be Directors; and if at any election two or more persons shall have an equal number of votes, so as to leave their election undecided, then the Directors who have been duly elected, shall proceed by ballot, and by a plurality determine which of said persons, so having an equal number of votes, shall be Director or Directors, so as to complete the whole number; and whenever any vacancy shall happen for the office of President, or Vice-President, or Directors, from death or other cause, such vacancy shall be filled, for the remainder of the year in which it shall happen, by the Directors, for the time being, or a majority of them; the said Commissioners shall certify

under their hands and seals, the persons elected, and deliver such certificate to the persons selected, or to some one of them ; and if, through any unavoidable accident,
Time of
Election of
Directors. said Directors should not be chosen on the first Monday as aforesaid, it shall be lawful to choose them on any other day in the manner herein provided.

SEC. 16. The Directors, when chosen, shall meet as soon as may be after every election, and shall choose out of their number a President, who shall be sworn or affirmed faithfully to discharge the duties of the office, and shall preside for one year, and until another person shall be chosen in his stead ; and also a Vice-President for the same term ; they shall have power to appoint a Secretary and all subordinate officers of said corporation, fix their compensation, define their powers, and prescribe their duties—who shall give such bond, and in such penal sums, with such conditions, and with such securities, as the Directors

shall prescribe, and hold their several offices during the pleasure of a majority of said Directors.

SEC. 17. The President and Vice-President, and four of the Directors, shall be a Board competent to the transaction of business, and all questions shall be decided by a majority of votes.

Amended.
See Act of
1861.
Sec. 1.
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SEC. 18. The President and Directors of said Company shall, previous to subscribing any policy, and once in every year after, publish in two of the newspapers printed in this State, the amount of their capital stock, against what risks they mean to insure, and the largest sum they mean to take on any risk.

Repealed.
See Act of
1861.
Sec. 8.

SEC. 19. The Legislature of this State shall never pass any law retarding or obstructing, or in any wise suspending the collection of any debt or debts due said corporation.

SEC. 20. The expenses incurred by the commissioners in executing any duties required by this act, shall be paid out of the

monies received by them from the subscribers out of the capital stock, and may be retained by them for such purposes.

SEC. 21. It shall be the duty of the Directors of said Company, at such times as the by-laws thereof prescribe, to make dividends of so much of their interest, arising from the *Dividends.* capital stock, and the profits of said Company, as to them shall appear advisable, but the money received and notes taken for premiums, or risks, which shall be undetermined or outstanding at the time of making such dividends, shall not be considered as a part of the profits of said Company. And in case of any loss or losses, whereby the capital stock of said Company shall be lessened, before all the installments are paid, each proprietor's or stockholder's estate shall be held accountable for the installments that may remain unpaid on his share or shares, at the time of such loss or losses taking place, and no subsequent dividend shall be made, until the sum arising from the profits of the business of the said Company,

equal to such diminution, shall have been added to the capital stock; and once in every three years, and oftener if required by a majority of the votes of the stockholders, the directors shall lay before the stockholders, at a general meeting, an exact and particular statement of the profits, if any there be, after deducting losses and dividends.

SEC. 22. This act is hereby declared to be a public act, and shall take effect from and after its passage, and shall be liberally construed for every purpose herein contained. Public Act.

SEC. 23. This charter shall be void and of no effect, unless the stock shall be subscribed, and the Company shall commence operations agreeably to the provisions thereof, within two years after the passage of this act.

SEC. 24. Nothing in this act contained shall confer on said corporation banking powers, or authorize it to issue notes in the similitude of bank notes, to be used as a circulating medium, in lieu of money.

Repealed;
see
Act of 1861.
Sec. 8.

SEC. 25. That in case of any loss or losses taking place, which shall be equal to the amount of the capital stock of said Company, and the President and Directors, after knowing of such loss or losses having taken place, shall subscribe to any policy of insurance, their estates jointly and severally shall be accountable for any and every loss which shall take place under policies so subscribed : and the estates of stockholders as aforesaid shall be liable for any losses equal to the amount of said capital stock subscribed, and not actually paid in, in all cases of losses exceeding the means of said Company, whether they consist of stock paid in, or profits not divided.

Approved January 13th, 1836.

At a meeting of the stockholders of the "Chicago Marine and Fire Insurance Company," held at the office of J. Young Scammon, No. 123 Lake street, in the City of Chicago, on Monday (first Monday) the 2nd

day of April, 1849, J. Young Scammon was called to the chair, and Edward A. Rucker, appointed Secretary.

A certified copy of an act passed by the Legislature and approved by the Governor February 10th, 1849—entitled :

“ An act to amend an act entitled an act to incorporate the Chicago Marine and Fire Insurance Company ” was presented and read—when it was voted : That the said act be accepted by the Company.

The said act is as follows :

SEC. I. *Be it enacted by the people of the State of Illinois, represented in the General Assembly,* That an election of directors under and by authority of “ an Act to incorporate the Chicago Marine and Fire Insurance Company,” approved January 13, 1836, may be held on the first Monday of April next, anything in the fourteenth section of the act herein recited to the contrary notwithstanding.

SEC. 2. That said act shall continue and be in force until the year of our Lord 1870.

Approved February 12, 1849.

At a meeting of the Directors of the Chicago Marine and Fire Insurance Company, held at the office of the Company, February 21, 1862, present—J. Young Scammon, President, Hugh T. Dickey, Vice President, and Mark Skinner, Horatio G. Loomis, Benjamin W. Raymond, Buckner S. Morris, and Franklin Scammon, Directors, on motion of Judge Dickey, unanimously voted, That the act entitled "An act amendatory of the act to incorporate the Chicago Marine and Fire Insurance Company," approved Feb. 21, 1861, be accepted by the Directors and Company. The said act is as follows:

An act amendatory of the "Act to incorporate the Chicago Marine and Fire Insurance Company."

SEC. 1. *Be it enacted by the People of the State of Illinois, represented in the General Assembly,* That, hereafter, a majority of the directors of the Chicago Marine and Fire Insurance Company shall constitute a quorum to do business; and the Board of Directors of said Company shall hereafter consist of such number as shall be determined upon, from time to time, by the stockholders of said Company present at any annual election.

In force
February
21, 1861.

SEC. 2. The President, Secretary or Treasurer of said Company shall, when required by any person making a deposit in the Savings Department of said Company, issue certificates of deposit for the same; and all such sums of money as shall be deposited in the savings department of said Company, shall be held in trust for said depositors, and shall not be mingled with the general funds of said Company, but shall be kept, used and invested by said Company, as a distinct fund, the principal thereof belonging, in equity, to such depositors respectively, and not to said Company, so that in no event shall such fund

Savings
Depart-
ment.

be jeopardized by the other transactions of business of said Company; but said Company shall not, under any pretense whatever, issue a certificate of deposit for any sum not actually deposited in said Company.

SEC. 3. Besides the manner pointed out in the act to which this is an amendment, for the investing or loaning the funds of said Company, the said Company may loan the same, at the rate of interest now or hereafter allowed to other persons or corporations in this State, upon any commercial paper, whether payable in this State, or in any other state, kingdom or country, and may invest the same in or loan the same upon the stock of any incorporated company, or deposit any portion thereof with any corporation or individuals it may think proper, and use the same in such manner as may seem most for the interest of said Company in facilitating exchanges, and do and perform all such acts and things as may be requisite in all such transactions, and for the best interests of said Company. Said Company may also issue letters of credit and circular letters to travelers.

How Funds
may be
loaned or
used.

SEC. 4. The charter of said Company shall be so construed as to authorize said Company to exercise all the powers of a Loan and Trust Company, or such as are usually exercised by such Companies, and all powers conferred upon any other Loan or Trust Company in this State, and to grant, purchase and sell annuities, and to do all kinds of insurance, and to reimburse themselves against all risks they may have insured against ; and all losses sustained by said Company may be adjusted and settled, and its business conducted in such manner and by such persons as the Board of Directors may, from time to time, direct.

Loan and
Trust Com-
pany.

Annuities.

Insurance.

By whom
business
conducted.

SEC. 5. The Board of Directors of said Company is hereby authorized to increase the Capital Stock of said Company, from time to time, as they shall see fit, and to issue certificates of stock therefor to the persons or corporations to whom they may assign the same ; but upon all such increase of capital, the cash shall be paid in, in full, before any certificates of stock shall be issued therefor : Provided

Capital
Stock may
be increased
to any
amount.

that nothing in this section contained shall prevent the actual profits of said Company being divided in stock, in case the Directors shall vote to increase the capital.

SEC. 6. The time limited for the expiration of the corporate powers of said Company,

<sup>Charter
extended to
A. D. 1900</sup> as now fixed by law, is hereby extended for thirty years, from the time so fixed or limited, and said corporation shall have existence and succession so long as may be necessary, after the expiration of its charter, to wind up its affairs, collect its debts, and divide its assets, and for such purposes only, not exceeding three years.

SEC. 7. The capital stock of said Company is personal property, for the value of which, except so much or such parts thereof as is or may be invested in other stock or property which is taxed, said Company, and not its stockholders, shall be taxed. Said capital stock shall be divided into shares of fifty dollars each, and shall be assignable upon the books of said Company, at its office, in Chi-

cago, but not elsewhere; but no assignment of stock shall be valid, as against said Company, without the consent of the Directors thereof, so long as the assignor shall be indebted or liable to said Company. And said Company shall have a lien upon the stock owned by or standing in the name of any person or corporation indebted or liable to said Company, to the extent of such indebtedness or liability.

Assignment
of Stock.

Lien of
Company.

SEC. 8. Sections eighteen (18) and twenty-four (24) of the act to which this is amendatory, are hereby repealed; and said Company is hereby authorized to change its name, by resolution, to be adopted by said Board of Directors, to that of "The Marine Company of Chicago"; and by that name shall be liable, to the same extent and in the same manner to all persons for the acts and liabilities of said Company under its original name, as though its name had not been changed.

Change of
Name.

Rate of
Interest.

SEC. 9. All power and authority in relation to interest for loans made by this Company in any act heretofore passed in relation thereto, inconsistent with the provisions of this act in relation to the rate of interest, is hereby repealed, so far as relates to future contracts.

Personal
Liability
of Stock-
holders for
Savings and
Trust Funds

SEC. 10. The stockholders in this corporation shall, as to all funds deposited as savings, and in trust with said corporation, while they are stockholders, be individually liable to the extent of their stock, and shall so continue for six months after transfer of the same, notwithstanding such transfer.

SEC. 11. Nothing in this act contained, or in the original charter of the said Company, shall authorize it to issue notes, in the similitude of bank notes, to be issued as a circulating medium, in lieu of money.

SEC. 12. This act shall take effect and be in force as soon as the same shall be accepted

by the majority of the Directors of said Company, at any meeting of said Directors, and not before.

Approved February 21, 1861.

At a meeting of the Board of Directors of the Chicago Marine and Fire Insurance Company, held at the office of said Company in Chicago, on the second day of April, 1863, present—J. Young Scammon, President, Hugh T. Dickey, Vice President, Horatio G. Loomis, Mark Skinner, Benjamin Carver, Franklin Scammon, Benjamin W. Raymond, John M. Underwood, and Buckner S. Morris, Directors, the following Resolution was unanimously adopted :

Resolved, That the name of this Company be, and is hereby changed to *The Marine Company of Chicago*, in pursuance of the au-

thority conferred upon said Company by the
8th Section of an Act amendatory of the
“Act to incorporate the Chicago Marine and
Fire Insurance Company.” Approved Fe-
bruary 21, 1861.

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